



NORTHBROOK CORPORATION

6-210A067

No.

Date JUL 29 1986

Fee \$ 10.00

ICC Washington, D.C.

REGISTRATION NO. 14482-B Filed 1425

July 24, 1986

JUL 29 1986 - 1 45 PM

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Amendment to Management Agreement, a secondary document, under the Management Agreement dated as of November 1, 1984.

The primary document to which this is connected is recorded under the Recordation Number 14482.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
(Formerly Known as Funding Systems Railcars, Inc.)
2215 Sanders Road, Suite 370
Northbrook, IL 60062
Attn: President

Owner: Greyhound Leasing & Financial Corporation
Station 3402
Greyhound Tower
Phoenix, AZ 85077
Attn: President

RECEIVED
JUL 29 1 45 PM '86
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C.

A general description of railroad equipment covered by the enclosed documents is as follows:

One (1) Covered Hopper Railcar

The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

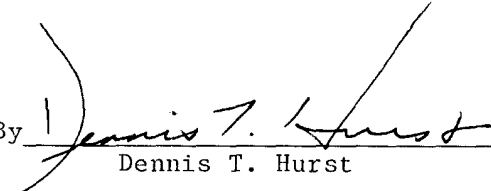
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

James H. Bayne
Interstate Commerce Commission
July 24, 1986
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters
set forth herein.

Very truly yours,

By


Dennis T. Hurst

DTH:pb
encl.

Sent Via: Certified Mail/Return Receipt Requested

Interstate Commerce Commission
Washington, D.C. 20423

7/29/86

OFFICE OF THE SECRETARY

Patricia Burg
Northbrook Corporation
2215 Sanders Rd. Suite 370
Northbrook, Illinois 60062

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/86 at 1:55pm, and assigned re-recording number(s). 14482-D

Sincerely yours,

Norata R. McGehee

Enclosure(s)

SE-30
(7/79)

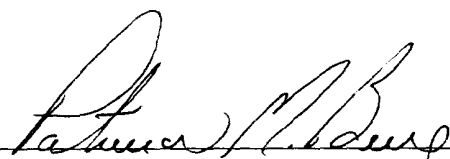
14482-B

STATE OF ILLINOIS)
)
COUNTY OF COOK)

JUL 29 1986 - 1 12 PM
INTERSTATE COMMERCE COMMISSION

On this 24th day of July, 1986, I hereby certify that I have compared the attached copy of Amendment to Management Agreement between Northbrook Corporation, formerly known as Funding Systems Railcars, Inc., and Greyhound Leasing & Financial Corporation dated June 17, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

(Seal)



Notary Public

My Commission Expires Nov. 5, 1988

14482-B
OCT 27 1986 - 1 15 PM
STATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of November 1, 1984

Between

Greyhound Leasing & Financial Corporation
as Owner

AND

Northbrook Corporation
(Formerly Known as Funding Systems Railcars, Inc.)
as Manager

AMENDMENT TO
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 17th day of June, 1986 and amends that certain Management Agreement dated as of November 1, 1984 (the "Agreement") between Greyhound Leasing & Financial Corporation (the "Owner") and Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) (the "Manager").

WHEREAS the parties hereto are parties to the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 14482 on November 20, 1984; and

WHEREAS, the parties hereto now desire to amend the Management Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Effective June 13, 1985, the item of Equipment bearing the identification number WSOR 300158 is deleted from Exhibit A and no longer subject to the terms and conditions of the Management Agreement.

2. Further modifications. Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year above written.

NORTHBROOK CORPORATION

By: Dennis T. Hunt
Title: Executive Vice President -
Finance

ATTEST:

Sharon L. Schumacher

GREYHOUND LEASING & FINANCIAL
CORPORATION

By: Fred L. [Signature]
Title: VICE PRESIDENT

ATTEST:

Kathy J. Miller

STATE OF Arizona)
COUNTY OF Maricopa)

On this 14th day of July, 19 86,
before me personally appeared FRED G. PINK, to me
personally known, who, being by me duly sworn, said that he/she is an
authorized officer of BREYHOUND LEASING & FINANCIAL CORP.
that one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he/she
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

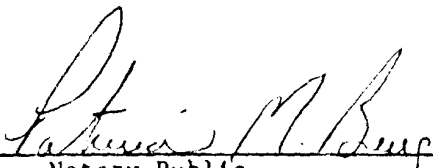
Dana L. Ellis
Notary Public

My commission expires:
My Commission Expires Nov. 29, 1988

STATE OF Illinois)

COUNTY OF Cook)

On this 17th day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires Nov. 5, 1988
